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EXHIBIT A

Brady, Teresa

From: Brady, Teresa
Sent: Wednesday, April 09, 2014 3:58 PM
To: Stacy_A_Lutkus@nysb.uscourts.gov; Jamie_Eisen@nysb.uscourts.gov;
scc.chambers@nysb.uscourts.gov
Cc: Miller, Ralph; Alvarez, Denise; Richard Schager (schager@ssnyc.com); Andrew Goldenberg
(Goldenberg@ssnyc.com); Lisa Solomon (lisa.solomon@att.net); Gene Kaplan
(ENKaplan@kaplanlandau.com); michael@jstrialaw.com; 'Carragher, Daniel J.'; 'Michelle
Pomerantz'; 'Howard Magaliff'; 'Ginzburg, Margarita Y.'; 'Robert Michaelson'; Kenter, Doron
Subject: In re Lehman Brothers Holdings In., et al., Case No. 08-13555 (SCC) - RSU Evidentiary
Hearing Exhibits
Attachments: CLX 071.pdf; CLX 090.pdf

Dear Stacy and Jamie,

Per Judge Chapman's request at the conclusion of the evidentiary hearing in the above-referenced matter on April 3, 2014, below please find a list of exhibits that the parties have agreed will be entered into evidence in the matter.

I am attaching herewith a revised Exhibit CLX071 based on Judge Chapman's ruling at the hearing regarding the admissibility of this exhibit. I am also providing a copy of Exhibit CLX 090, which contains designations and counter-designations from the Rule 30(b)(6) deposition taken in this matter and which was not previously provided to the Court. Within Exhibit CLX 090, the yellow highlights represent the deposition designations of Claimants represented by Stamell & Schager, LLP; the orange highlights represent the counter deposition designations of LBHI. Please let me know if you have any questions.

Best regards,
Teresa Brady

CL001
CL002
CLX 001
CLX 002
CLX 003
CLX 004
CLX007
CLX 054
CLX 055
CLX 056
CLX 059
CLX 060
CLX 070
CLX 071 (excerpt)
CLX 072
CLX 073
CLX 074
CLX 087
CLX 088
CLX 089
CLX 090
LBHI003

CL001
LBHI0026
LBHI0027
LBHI0028
LBHI0034
LBHI0035
LBHI0036
LBHI0038
LBHI0047
LBHI0048
LBHI0116
LBHI0117
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LBHI0131
LBHI0161
NB A
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NB C
NB D
NB E
NB F
NB G
NB H
NB I
NB J
NB K
NB L
NB M
NB N (unredacted)
NB O (unredacted)



Teresa Chin Brady

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From: Polisi, Ryan J <ryan.polisi@lehman.com>
Sent: Tuesday, February 13, 2007 12:54 AM (GMT)
To: Tuininga, Chris <Chris.Tuininga@lehman.com>
Cc: Binkley, Tracy A <tbinkley@lehman.com>; Arreglado, Elizabeth R <earregla@lehman.com>; Macleod, Kimberly N <kmacleod@lehman.com>; Gault, Joseph J <joseph.gault@lehman.com>
Subject: Shareholder Q&A Slides - for updating
Attach: Slides_2006_Compensation.ppt

> Hi Chris,
>
> I hope you are well. We are updating the Q&A slides for Dick for the
> annual shareholder meeting. Attached is what was provided last year.
>
> The slides need to be updated for 2006. In addition, the Compensation
> deck will need to address other potential questions likely to arise
> about 2006 on new slides (with bullet points as appropriate). Also,
> if any topics from last year's deck are irrelevant or extremely
> unlikely to come up, those slides / sections can be deleted.
>
> We will need to get this round of updates back by close of business on
> Tuesday, February 20. If Dick finds these slides to be thorough
> enough, we won't need to come back for final round updates / sign off
> until March, prior to the shareholder meeting.
>
> Thanks for the help and please let me know if I should speak directly
> with someone else in the group,
> Ryan
>
> <<Slides_2006_Compensation.ppt>>
>
>
> Ryan J. Polisi
> Lehman Brothers
> (212) 526 - 1711 Direct
> (646) 758 - 1935 Direct Fax
> ryan.polisi@lehman.com
>

CLX 071

COMPENSATION

Info from:
HR / Chris Tuininga

43. RSU Trust Implications (11/05)

- Trust no affect LB financials
- 60 M RSUs outstanding
- 35 M in Trust
- Shares added from treasury as amortized
- Trust shares in LB's shares out.

1
2 UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

3 -----X

4 In re

5 LEHMAN BROTHERS HOLDINGS INC., et al.,

6 Debtors.

7 Chapter 11 Case No. 08-13555(JMP)

8 -----X

9 767 5th Avenue

New York, New York

10
11 October 24, 2013

10:13 a.m.

12
13 DEPOSITION of LEHMAN BROTHERS HOLDINGS
14 INC., by JAMES EMMERT, the Debtors herein, taken by
15 the Claimants, pursuant to Federal Rules of Civil
16 Procedure and order, held at the above-mentioned
17 time and place, before Brittany E. Bosak, a Notary
18 Public of the State of New York.

19
20
21
22
23
24
25 Job No. NJ1755493

1 J. EMMERT

2 I would -- I don't know.

3 Q This may be a silly question, but I have
4 to ask it. Were RSUs issued only to employees of
5 Lehman?

6 MR. MILLER: Object to the form of the
7 question. I simply object to the word Lehman,
8 which has thousands of entities.

9 MR. GOLDENBERG: Forgive me. I should be
10 more specific.

11 Q Were RSUs issued to employees of LBI?

12 A Issued or granted?

13 Q Granted.

14 A Yes.

15 Q Was it -- were RSUs issued to employees of
16 LBHI? I'm sorry, granted to employees of LBHI.

17 A Yes.

18 Q Were RSUs granted only to individuals who
19 were employed with LBI or LBHI?

20 MR. MILLER: Object to the form of the
21 question. It's also outside the scope.

22 A You would have to rephrase the question.

23 Q What was the basis for LBHI's claim for
24 RSUs against LBI?

25 A The basis for the claim was the

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J. EMMERT

2

amortization associated with the awards that were

3

granted to employees of LBI. Since LBI did not have

4

stock to grant to employees and LBHI did, LBI had to

5

buy the stock from LBI -- from LBHI who had stock.

6

Q Was this at the time of grant or upon the

7

issuance?

8

A It was at the time of amortization. A

9

receivable would be set up from LBI to LBHI.

10

Q When you say at time of amortization, are

11

you basing that time on the vesting schedules?

12

A Whatever the vesting -- whatever the

13

amortization was that was appropriate at that time

14

would be when these receivables would be set up.

15

Q And the appropriate time would be based on

16

whatever position we're talking about, whoever --

17

whatever position that individual held, it would be

18

based on a different amortization schedule?

19

A That's correct.

20

Q Okay. So at that time LBI purchased stock

21

from LBHI?

22

A An intercompany receivable was set up for

23

the value that the LBI employees were getting in the

24

form of stock.

25

Q Now, where would this intercompany

1 J. EMMERT

2 receivable be reflected in the financials?

3 A You would have to be more specific.

4 Q Well, you said that there was an
5 intercompany receivable between LBI and LBHI. Where
6 was that recognized or recorded or however you want
7 to characterize it?

8 A Lehman Brothers Holdings, it would have
9 been netted out, receivable on one legal entity and
10 payable on the other legal entity and net to zero on
11 holdings' books, financial statements.

12 Q So the claim that LBHI had against LBI
13 related to the cost of funding the RSU program,
14 correct?

15 A I would say that the receivable on LBHI's
16 books represented the cost of the amortization or
17 the award that LBI could not issue because they
18 didn't have stock, that LBI would be issuing on
19 their behalf -- LBHI would be issuing on LBI's
20 behalf.

21 Q Was there a specific time period that LBHI
22 was seeking to fund the RSU program from LBI?

23 MR. MILLER: Objection to form.

24 A I'm not sure I understand what you mean by
25 funding.

1 J. EMMERT

2 Q What period is covered by this claim that
3 LBHI filed against LBI?

4 A It's the intercompany receivables that
5 were outstanding that were due LBHI.

6 Q And do you know which years of
7 intercompany receivables we're talking about?

8 A Primarily it would have been 2003 for 2008
9 because those were the awards that were being
10 amortized; however, there were some prior year
11 receivables that were out there that had not been
12 paid in full.

13 Q And do you know of any documents that
14 reflect these intercompany receivables?

15 A Not that I'm -- not that I know of, I
16 mean.

17 Q So what are you basing this statement on?

18 A Based on my discussions in preparing for
19 this.

20 Q Based on your discussions -- I'm sorry?

21 A In preparing for this deposition.

22 Q What obligation did LBHI have relating to
23 the RSUs post-petition to the claimants in this
24 proceeding?

25 MR. MILLER: Object to the form of the

1 J. EMMERT

2 question also object beyond the scope.

3 Q Well, I'm trying to figure out -- you are
4 saying that there was -- there were RSUs outstanding
5 in which LBHI filed a claim against LBI for,
6 correct?

7 A I would say there were intercompany
8 receivables that were due LBHI that LBHI filed a
9 claim for.

10 Q And these intercompany receivables, that's
11 all the -- that was a claim that LBHI related to --
12 withdraw that.

13 The intercompany receivables -- the proof
14 of claim that was filed by LBHI against LBI related
15 to the intercompany receivables on the RSUs,
16 correct?

17 A That were created by the amortization of
18 the RSUs.

19 MR. GOLDENBERG: Okay. I would like to
20 mark this.

21 (LBHI's Proof of Claim was marked as
22 Defendants' Exhibit T for identification,
23 as of this date.)

24 Q Mr. Emmert, you mentioned before that you
25 reviewed the proof of claim briefly?

1 J. EMMERT

2 A Yes.

3 Q And a little further down, maybe 20 pages,
4 gives you the 2007 Amendments to the Outstanding
5 Equity Awards to Comply with Tax Rules, correct?

6 A Yes.

7 Q One more, maybe 30 pages, gives you the
8 2008 Equity Award Program, correct?

9 A I can't find it, but I will assume you are
10 right.

11 Q Okay. Good enough for me. Do you know
12 why LBHI would include all these documents in
13 Exhibit G to its proof of claim?

14 A I do not.

15 Q Do you know if the amount in the claim
16 summary on page two was established by these
17 documents?

18 A I don't know.

19 Q Do you know if there's any other documents
20 that were considered in getting that claim amount?

21 A I don't know.

22 Q Do you have any idea where the number
23 comes from on page two?

24 MR. MILLER: Objection to the form.

25 Q Where does the claim amount of

1 J. EMMERT

2 \$626 million on page two of LBHI's proof of claim,
3 where is that number derived from?

4 A From the intercompany receivable balance
5 that LBI owed LBHI related to RSU amortization.

6 Q Does that figure only relate to RSUs?

7 A I don't know.

8 Q So it could relate to stock options and
9 other equity awards?

10 A The only other potential would be stock
11 options because I'm not sure we have any other
12 equity awards.

13 Q So there's a possibility that that amount
14 is not limited to RSUs?

15 A Yeah. Without -- I don't know -- I don't
16 know.

17 Q How would you go about figuring out --

18 MR. MILLER: We'll offer to stipulate it's
19 not limited to RSUs. It included stock
20 options, if that will help you.

21 MR. GOLDENBERG: Well, it helps me a
22 little.

23 Q But I would like to know what portion of
24 that amount relates to RSUs and what portion relates
25 to stock options.

1 J. EMMERT

2 for Entry of Order Approving Settlement
3 Agreement Between the Trustee and the LBHI
4 Entities was marked as Defendants' Exhibit
5 U for identification, as of this date.)

6 Q Have you seen this document before?

7 A Not that I recall.

8 MR. GOLDENBERG: Let record reflect that
9 this is the Declaration of Christopher K.
10 Kiplock in Support of Trustee's Motion for an
11 order Approving Settlement between the Trustee
12 and the LBHI Entities.

13 Q If you could, go to paragraph seven. The
14 first sentence reads, "The Parties have worked
15 diligently since 2009 to reconcile the tens of
16 thousands of transactions between LBI and the LBI
17 Entities as part of the effort to resolve LBI's and
18 the LBHI Entities' respective claims against each
19 other." Is that correct?

20 A That's what it reads.

21 Q Okay. Going now to paragraph 38, the
22 heading before paragraph 38 reads, "The Parties'
23 Reconciliation Process," and going to the third
24 sentence it states, "Additional information provided
25 by the LBHI Entities assisted the Trustee's

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J. EMMERT

2

professionals in reconciling the LBHI Entities'

3

claims to LBI's books and records by providing more

4

specific information about the claims." Are you

5

familiar at all with this account reconciliation

6

process?

7

A No.

8

Q Do you have any idea how the claims

9

between LBHI and LBI were reconciled?

10

A No.

11

MR. MILLER: Object to -- the question is

12

outside the scope.

13

MR. GOLDENBERG: How is this outside the

14

scope?

15

MR. MILLER: The scope is limited under

16

recital D to the RSU and CSA claims that were

17

included in the settlement of the intercompany

18

claims between LBHI and LBI on or around the

19

February 21st, 2013, and that doesn't have to

20

do with the reconciliation process, and it

21

actually doesn't have to do with the terms of

22

the settlement. It has to do with the claims

23

themselves.

24

MR. GOLDENBERG: Are you saying that there

25

was no reconciliation process that related to

1 J. EMMERT

2 the RSUs?

3 MR. MILLER: We have already -- I don't
4 want to testify for the witness. You can ask
5 him what value is included for the RSU claims.
6 He has that information from -- he's gathered
7 that information.

8 MR. GOLDENBERG: Well, I'm confused
9 because -- okay. All right.

10 Q Going back to this so-called account
11 reconciliation process, you don't know how the RSU
12 claims were reconciled; is that correct?

13 A I don't.

14 Q So you wouldn't know how the RSU account
15 reconciliation compared to reconciling all the other
16 claims that LBHI had; is that correct?

17 A That's correct.

18 Q Going to paragraph 29 of Exhibit U, I'll
19 give you a chance to read it. Do you know if the
20 term restricted stock awards refers to RSUs in that
21 paragraph?

22 A I don't. I would assume it does.

23 Q Okay. And I guess that would be a safe
24 assumption since page two of the proof of claim
25 states, "RSU - Restricted Stock Award," correct,

1 J. EMMERT

2 page two?

3 A Yes.

4 Q Okay. Thank you.

5 MR. GOLDENBERG: I'll submit this as
6 Exhibit V.

7 (Notice of Motion with Attached Settlement
8 was marked as Defendants' Exhibit V for
9 identification, as of this date.)

10 Q Mr. Emmert, have you seen this document
11 before?

12 A No.

13 Q Okay. If you could, please go to exhibit
14 A.

15 A Do you know what page that's on?

16 Q That would be after page 35.

17 A I must be on a different page 35. I have
18 articles on page 36.

19 Q I'm sorry. If you start at the beginning,
20 the first document should be the motion and should
21 end at 35.

22 A Sorry. Got it.

23 Q So Exhibit A, you can flip the page,
24 states, "Settlement Agreement." Have you seen this
25 document before?

1 J. EMMERT

2 A I have never seen this before.

3 Q So you never reviewed the settlement
4 agreement between LBI and LBHI?

5 A Correct.

6 Q So you wouldn't know if there's anything
7 in that document relating to RSUs?

8 A Not from anything I have read here.

9 Q Okay. Do you know if any value was given
10 to RSUs as part of this settlement?

11 A I have been told that no value has been
12 given to RSUs as part of the overall settlement.

13 Q Who told you?

14 A Counsel.

15 Q Did you review any documents to come to
16 that conclusion other than conversations you had
17 with Counsel?

18 A I did not review any other documents.

19 Q Do you know if any value was given to
20 stock options as part of the settlement agreement?

21 A I did not discuss that with Counsel.

22 Q Do you know if value was given to any
23 other type of compensation relating to the
24 settlement agreement?

25 A I did not discuss any other areas of

1 J. EMMERT

2 there's anything else we need to do.

3 (A recess was taken from

4 6:56 p.m. until 6:59 p.m.)

5 EXAMINATION BY

6 MR. MILLER:

7 Q I want to ask two questions to clarify
8 things you were asked earlier. With regard to
9 Exhibit T -- this is the claim that was submitted to
10 LBI. Do you recall that, sir?

11 A Yes.

12 Q You were asked some questions about where
13 this claim number came from on page two?

14 A Yes.

15 Q Did you speak to anyone other than lawyers
16 about where that claim number came from?

17 A I actually did. I remember that.

18 Q Who was that?

19 A I spoke with Cliff Fibus when we were
20 preparing for the stipulation, and I recall that --
21 you know, we had a discussion. He was the one that
22 told me how the claim came about, the RSU portion of
23 the claim, that it was receivable based on the
24 amortization of equity awards.

25 Q On a different topic, with regard to